**FORM D** 

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. of 15 U.S.C. 77d(6).  When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which is a due, on the date it was mailed by United States registered or certified mail to that address.  Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.  Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be obtotocopies of the manually signed copy or bear typed or printed signatures.  Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need no be filed with the SEC.  Filing Fee: There is no federal filing fee.	 								
Rule 504   Rule 505   Rule 506   Section 4(6)   ULOE   CFG   Control	Name of Offering (	check if this is	s an amendment and	name has changed, a	nd indicate o	hange.)			/ <del></del>
A. BASIC IDENTIFICATION DATA   I. Enter the information requested about the issuer   A. BASIC IDENTIFICATION DATA   I. Enter the information requested about the issuer   A. BASIC IDENTIFICATION DATA   II.   III.   II.   II.   II.   II.   II.   III.   II.   III.   II.   III.	Common Shares	į							
A. BASIC IDENTIFICATION DATA  1. Enter the information requested about the issuer  Name of Issuer  (C) check if this is an amendment and name has changed, and indicate change.)  Hathor Exploration Limited  Machington, DC  Address of Executive Offices  (Number and Street, City, State, Zip Code)  1810 - 925 West Georgia Street, Vancouver, British Columbia, Canada V6C 3L2  (604) 684-6707  Address of Principal Business Operations (Number and Street, City, State, Zip Code)  1810 - 925 West Georgia Street, Vancouver, British Columbia, Canada V6C 3L2  (604) 684-6707  Telephone Number (Including Area Code)  16 different from Executive Offices)  Number and Street, City, State, Zip Code)  Telephone Number (Including Area Code)  16 different from Executive Offices)  Number and Street, City, State, Zip Code)  Telephone Number (Including Area Code)  16 different from Executive Offices)  Number and Street, City, State, Zip Code)  Telephone Number (Including Area Code)  16 different from Executive Offices)  Number and Street, City, State, Zip Code)  Telephone Number (Including Area Code)  Telephone Number (Including Area Code)  16 different from Executive Offices)  Number and Street, City, State, Zip Code)  Telephone Number (Including Area Code)  16 different from Executive Offices)  Number and Street, City, State, Zip Code)  Telephone Number (Including Area Code)  16 different from Executive Offices  Number and Street, City, State, Zip Code)  Telephone Number (Including Area Code)  16 different from Executive Offices  Number and Street, City, State, Zip Code)  Telephone Number (Including Area Code)  17 delephone Number (Including Area Code)  18 different from Executive Offices  18 different from Executive Offices  Number and Street, City, State, Zip Code)  18 different from Executive Offices  18 different f	Filing Under (Check box(	es) that apply):	☐ Rule 504	☐ Rule 505 🔯	Rule 506 [	Section	4(6) ULOE		CES -
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Actual or Estimated Date of Incorporation or Organization:    Center two-letter U.S. Postal Service abbreviation of Incorporation or Organization:	Address of Executive Offi	ices	()	lumber and Street, C	ity, State, Zi	p Code)	Telephone Number (In		
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Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. o 15 U.S.C. 77d(6).  When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which is so due, on the date it was mailed by United States registered or certified mail to that address.  Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.  Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be shotocopies of the manually signed copy or bear typed or printed signatures.  Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes hereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need no be filed with the SEC.  Filing Fee: There is no federal filing fee.  State:  This notice shall be used it to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.  ATTENTION	GENERAL INSTRUCT	IONS			· · · · · · · · · · · · · · · · · · ·				
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Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be shotocopies of the manually signed copy or bear typed or printed signatures.  Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes hereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need no be filed with the SEC.  Filing Fee: There is no federal filing fee.  State:  This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.  ATTENTION  ATTENTION	Exchange Commission (\$	EC) on the earlie	er of the date it is rec	eived by the SEC at 1	the address g				
chotocopies of the manually signed copy or bear typed or printed signatures.  Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need no be filed with the SEC.  Filing Fee: There is no federal filing fee.  State:  This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.  ATTENTION  ATTENTION	Where To File: U.S. Secu	rities and Exchar	nge Commission, 450	Fifth Street, N.W.,	Washington,	D.C. 2054	9.		
hereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need no be filed with the SEC.  Filing Fee: There is no federal filing fee.  State:  This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.  ATTENTION					of which mu	ist be mani	ally signed. Any copic	es not manually	signed must be
State:  This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.  ATTENTION	Information Required: A thereto, the information rebe filed with the SEC.	new filing must equested in Part C	st contain all informa C, and any material ch	tion requested. Am anges from the infor	endments ne mation previ	eed only re iously suppl	port the name of the is ied in Parts A and B. P	ssuer and offering art E and the Ap	ng, any changes pendix need not
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have seen made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.  ATTENTION  ATTENTION	Filing Fee: There is no fe	deral filing fee.							
	and that have adopted this been made. If a state requ	s form. Issuers re uires the paymen	elying on ULOE mus it of a fee as a precor	t file a separate notice dition to the claim f	ce with the S or the exemp	Securities A ption, a fee	dministrator in each sta in the proper amount s	te where sales a hall accompany	re to be, or have this form. This
Failure to file notice in the appropriate states will not result in a loss of the federal everyties. Conversely failure to file the appropriate		<u></u>		ATTE	NTION -				<del></del>
- bostume to the motion in the appropriate states will not people in a loca of the federal examination. I conversely failure to file the appropriate	E 9 . ** .	l							

## A BASIC HIPROPHICAPTON DAY A

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

B j	96 F F	<b>,</b>			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		Director	General and/or Managing Partner
Full Name (Last name first, if	individual)	·			
Stanley, Stephen		·			
Business or Residence Addres. c/o Hathor Exploration Li			ancouver, British Colui	nbia, Canada V6	C 3L2
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer		General and/or Managing Partner
Full Name (Last name first, if	individual)				
Mason, Matthew J.			,		
Business or Residence Addres	s (Number and Stre	eet, City, State, Zip Code)			
c/o Hathor Exploration Li	imited, 1810 - 925	West Georgia Street, V	ancouver, British Colui	nbia, Canada V6	C 3L2
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Ainsworth, Benjamin	·				
Business or Residence Address	s (Number and Stre	eet, City, State, Zip Code)			
c/o Hathor Exploration Li	imited, 1810 - 925	West Georgia Street, V	ancouver, British Colu	nbia, Canada V6	C 3L2
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Currie, John					
Business or Residence Address	s (Number and Stre	et, City, State, Zip Code)			
c/o Hathor Exploration Li	mited, 1810 - 925	West Georgia Street, V	ancouver, British Colui	nbia, Canada V6	C 3L2
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer		☐ General and/or Managing Partner
Full Name (Last name first, if	individual)			•	
Glynn, Martin	(A) 1 (A)	. 6'. 6 6'. 6 1)			
Business or Residence Address		•		ubia Canada VC	C 21 2
c/o Hathor Exploration Li	···_				
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	⊠ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Herchak, Andriyko					
Business or Residence Address	•				
c/o Hathor Exploration Li	mited, 1810 - 925	West Georgia Street, V	ancouver, British Colui	nbia, Canada V6	<u>C 3L2</u>
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Scott, Graham					
Business or Residence Address	•		anaannan Buitish Calu	mbia Camada V6	C 31.2
c/o Hathor Exploration Li					
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	ingividual)				
Business or Residence Address	(Number and Stre	eet, City, State, Zip Code)	<del></del>		

			_ [										
					ar again	DESMINITED	e waar c	DE UDINISCO	Ş.,				
1,	Has the	e issuer s	old, or does t	or does the issuer intend to sell, to non-accredited investors in this offering?						Yes □N	No 🗵		
				Answer als	o in Appendix, (	Column 2, i	f filing under	ULOE.					
2.	What i	is the min	imum invest	m investment that will be accepted from any individual?						\$N/A			
3.	Does th	he offerir	ig þermit joir	nt ownership of a	single unit?							Yes 🖾 N	No 🔲
4.													
Full ?	Vame (La	ast name	first, if indiv	idual) Cormark	Securities In	c.¹							
			1 ,	mber and Street,	•	•			,	_	_		
			<del></del>	laza, South To	wer, Suite 280	0, Toroni	o, Ontario,	Canada	M5J 2J3		·····		
Name	of Asso	ociated B	roker or Deal	er									
State			1	Solicited or Inten-							_	4 IS Co	
AL		K "All Sta	AZ	individual States	S) CA	СО	СТ	DE	DC	FL	GA '	All States HI	ID
			1										
<u> </u>	!	IN	[ IA	KS	KY	LA	ME	MD	X MA	Ml	MN	MS	МО
MT		NE	NV	NH	NJ	NM	NY	NC	ND	ОН	OK	OR	PA
RI		SC	SD	TN	TX	UT	VT	VA	WA	[WV]	WI	WY	PR
Full Name (Last name first, if individual) Desjardins Securities Inc.													
Full 1	Name (La	ast name	first, if indiv	idual) <b>Desjardi</b>	ns Securities 1	Inc.				.=			
				idual) <b>Desjardi</b> mber and Street,			0 Peel Stree	et, Suite 3	00. Montréa	ıl, Québec	, Canada	H3B 0A9	
Busir	ess or R	esidence		mber and Street,			0 Peel Stree	et, Suite 3	00. Montréa	ıl, Québec	, Canada	H3B 0A9	
Busin	ess or R	esidence ociated Br	Address (Nu roker or Deal	mber and Street,	City, State, Zip	Code) 117	0 Peel Stree	et, Suite 3	00. Montrés	ıl, Québec	e, Canada	H3B 0A9	
Busin Name States	of Asso s in Whice (Check	esidence ociated Br ch Person c "All Sta	Address (Nu roker or Deal Listed Has ! tes" or check	mber and Street, er Solicited or Inten- t individual States	City, State, Zip	Code) 117						All States	
Busin	of Asso s in Whice (Check	esidence ociated Br ch Person	Address (Nu roker or Deal Listed Has !	mber and Street, er Solicited or Inten-	City, State, Zip	Code) 117		DE	00. Montrés	al, Québec			[ID]
Busin Name States	ness or Records in White	esidence ociated Br ch Person c "All Sta	Address (Nu roker or Deal Listed Has ! tes" or check	mber and Street, er Solicited or Inten- t individual States	City, State, Zip	Code) 117						All States	
Busin Name States	e of Asso s in White (Check	esidence ociated Br ch Person c "All Sta AK	Address (Nu roker or Deal Listed Has t tes" or check	mber and Street, er Solicited or Intendiction individual States	ds to Solicit Pures.  CA	Code) 117	CT	DE_	[ DC ]	FL	GA GA	All States	[ID]
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Busin Name States AL IL MT	ness or Record of Association (Checker [	esidence ociated Broch Person c "All Sta AK"  IN  NE  SC	Address (Nu roker or Deal  Listed Has stes" or check  AZ  IA  NV  SD	mber and Street, er Solicited or Intensis individual States AR KS NH	ds to Solicit Purs)  CA  KY  NJ  TX	chasers  CO  LA  NM	CT ME NY	DE MD NC	DC MA ND	FL MI OH	GA MN	All States HI MS OR	ID MO
Busin Name States AL IL MT	e of Asso c of Asso (Check	esidence ociated Broch Person c "All Sta AK"  IN NE  SC asst name	Address (Nu roker or Deal Listed Has stes" or check AZ IIA NV SD	mber and Street, er Solicited or Intendiction of the street of the stree	ds to Solicit Pures)  CA  KY  NJ  TX  Partners Inc.	chasers  CO  LA  NM  UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	All States HI MS OR WY	ID MO PA PR
Busin Name States AL IL MT RI Full 1	e of Asso s in White (Check) (Check)	esidence ociated Br ch Person c "All Sta AK IN NE SC ast name esidence	Address (Nu roker or Deal Listed Has stes" or check AZ IIA NV SD	mber and Street, er Solicited or Intendational States AR KS NH TN TN idual) Salman F	ds to Solicit Pures)  CA  KY  NJ  TX  Partners Inc.	chasers  CO  LA  NM  UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	All States HI MS OR WY	ID MO PA PR
Busin Name States  AL  IL  MT  RI  Full 1  Busin Name	e of Asso (Checker) (Check	esidence ociated Broch Person c "All Sta AK"  IN NE SC ast name esidence ociated Broch Bro	Address (Nu roker or Deal  Listed Has 's tes' or check  AZ  IA  NV  SD  first, if indiv  Address (Nu roker or Deal	mber and Street, er Solicited or Intendational States AR KS NH TN TN idual) Salman F	ds to Solicit Pures)	chasers  CO  LA  NM  UT  Code) 17 <sup>th</sup>	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	All States HI MS OR WY	ID MO PA PR
Busin Name States  AL  IL  MT  RI  Full 1  Busin Name	e of Asso (Checked) [   Name (Leness or Record Asso	esidence ociated Broch Person ("All Sta AK")  IN SC SC ast name esidence ociated Broch Person (characteristics)	Address (Nu roker or Deal  Listed Has stes" or check  AZ  IA  NV  SD  first, if indiv  Address (Nu roker or Deal  Listed Has s	mber and Street, er Solicited or Intendiction of the street of the stree	ds to Solicit Pures)	chasers  CO  LA  NM  UT  Code) 17 <sup>th</sup>	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI er, BC, C	All States HI MS OR WY	ID MO PA PR
Busin Name States  AL  IL  MT  RI  Full 1  Busin Name	e of Asso s in White (Check Name (La ess or Re of Asso s in White (Check (Check (Check (Check (Check	esidence ociated Broch Person ("All Sta AK")  IN SC SC ast name esidence ociated Broch Person (characteristics)	Address (Nu roker or Deal  Listed Has stes" or check  AZ  IA  NV  SD  first, if indiv  Address (Nu roker or Deal  Listed Has s	mber and Street, er Solicited or Intendiction of the street of the stree	ds to Solicit Pures)	chasers  CO  LA  NM  UT  Code) 17 <sup>th</sup>	CT ME NY VT Floor, 109	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI er, BC, C	All States HI MS OR WY Canada V6	ID MO PA PR
Busin Name States  AL  IL  MT  RI  Full N  Busin Name States	e of Asso s in White (Check Name (Laness or Re of Asso s in White (Check (Check (Check (Check (Check (Check	esidence ociated Broch Person ("All State Broch	Address (Nu roker or Deal Listed Has stes" or check AZ  IA  NV  SD  first, if indiv Address (Nu roker or Deal Listed Has stes" or check	mber and Street, er Solicited or Intensis individual States  KS  NH  TN  idual) Salman F mber and Street, er Solicited or Intensis individual States	city, State, Zip	chasers  CO  LA  NM  UT  Code) 17 <sup>th</sup> chasers	CT ME NY VT Floor, 109	DE MD NC VA VA	DC MA ND WA ender Street	FL MI OH WV	GA MN OK WI er, BC, C	All States HI MS OR WY Canada V6	ID MO PA PR E 2M6
Busin Name States  AL  IL  MT  RI  Busin Name States	e of Asso s in White (Check Name (Laness or Rate of Asso s in White (Check	esidence ociated Broch Person c "All Sta AK"  IN SC SC ast name esidence ociated Broch Person c "All Sta AK"	Address (Nu roker or Deal Listed Has stes" or check AZ NV SD SD STATE ST	mber and Street, er Solicited or Intensis individual States  KS  NH  TN  idual) Salman F mber and Street, er Solicited or Intensis individual States  AR	city, State, Zip of ds to Solicit Pures.  CA  NJ  TX  Partners Inc.  City, State, Zip of ds to Solicit Pures.  CA  CA  CA  CA	chasers  CO  LA  NM  UT  Code) 17 <sup>th</sup> chasers	CT  ME  NY  VT  Floor, 109	DE MD NC VA S West Pe	DC MA ND WA Norder Street	FL MI OH WV	GA MN OK WI er, BC, C	All States HI  MS  OR  WY  Canada V6  All States HI	ID MO PA PR ID ID

¹ The offering of common shares in the United States is part of a larger offering of common shares being made principally in Canada. Cormark Securities Inc., Desjardins Securities Inc., Salman Partners Inc., Dundee Securities Corporation and PI Financial Corp. will be paid a commission for their services as underwriters with respect to the offer and sale of the Issuer's securities. All solicitations in the U.S. were made by Cormark Securities (USA) Limited, the U.S. affiliate of Cormark Securities Inc.

Full Name (Last name first, if individual) Dundee Securities Corporation	
Business or Residence Address (Number and Street, City, State, Zip Code) 401 Georgia Street West, Vancouver, BC, Canada Vo	6B 5A1
Name of Associated Broker or Dealer	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
(Check "All States" or check individual States)	All States
AL AK AZ AR CA CO CT DE DC FL GA	HI ID
IL IN IA KS KY LA ME MD MA MI MN	MS MO
MT NE NV NH NJ NM NY NC NE OH OK	OR PA
RI SC SD TN TX UT VT VA W/ WV WI	WY PR
Full Name (Last name first, if individual) PI Financial Corp.	
Business or Residence Address (Number and Street, City, State, Zip Code) 1900 - 666 Burrard Street, Vancouver, BC, Canada	V6C 3N1
Name of Associated Broker or Dealer	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	<u> </u>
(Check "All States" or check individual States)	All States
AL AK AZ AR CA CO CT DE DC FL GA	HI ID
IL IN IA KS KY LA ME MD MA MI MN	MS MO
MT NE NV NH NJ NM NY NC NC OH OK	OR PA
RI SC SD TN TX UT VT VA WA WV WI	WY PR

1.	Enter the aggrees	ite offering price of securities included in this offering and the total amount already	Mr (a) tak(a)(ama)	3	
1.	sold. Enter "0" i this box and in	f the answer is "none" or "zero." If the transaction is an exchange offering, check indicate in the columns below the amounts of the securities offered for exchange and			
	already exchange	d. 	Accepanta		Amount Already
	Type of Sec	urity	Aggregate Offering Price		Amount Already Sold
	Debt		<b>s</b>		\$
	Equity		\$28,614.03 <sup>2</sup>	_	\$28,614.031,3
		☐ Common ☐ Preferred			
	Convertible	Securities (including warrants)	s		\$
	Partnership	Interests	<b>s</b>		<b>S</b>
	Other (Spec	ify	S		s
	Total		\$28,614.03		\$ <u>28,614.03</u>
		Answer also in Appendix, Column 3, if filing under ULOE.			
2.	offering and the a	of accredited and non-accredited investors who have purchased securities in this aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate ersons who have purchased securities and the aggregate dollar amount of their total lines. Enter "0" if answer is "none" or "zero."			
			Number Investors		Aggregate Dollar Amount of Purchases
	Accredited I	linvestors	1	_	\$28,614.03
	Non-accredi	ted Investors		_	\$
	Total	(for filings under Rule 504 only)		_	\$
Ans	swer also in Append	lix, Column 4, if filing under ULOE.			
3.	sold by the issuer	an offering under Rule 504 or 505, enter the information requested for all securities to date, in offerings of the types indicated, in the twelve (12) months prior to the ties in this offering. Classify securities by type listed in Part C – Question 1.			
	Type of Offi	ering	Type of Security		Dollar Amount Sold
	Rule 505			_	\$
	Regulation A	<u> </u>		_	\$
	Rule 504				\$
	Total				\$
4.	securities in this a	ement of all expenses in connection with the issuance and distribution of the offering. Exclude amounts relating solely to organization expenses of the insurer, hay be given as subject to future contingencies. If the amount of an expenditure is han estimate and check the box to the left of the estimate.			
	Transfer Ag	ent's Fees			\$
	Printing and	Engraving Costs			\$
	Legal Fees.		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	$\boxtimes$	\$ <u>5,000.00</u>
	Accounting	Fees	••••		\$
	Engineering	Fees			<b>s</b>
	Sales Comm	issions (specify finders' fees separately)	.,		\$ <u>1,716.84</u> <sup>4</sup>
	Other Exper	ses (identify)			<b>S</b>
	Total			$\boxtimes$	\$ <u>6,716.84</u>

The United States dollar amounts expressed above are calculated based on the noon buying rate for cable transfers payable in Canadian dollars as certified for customs purposes by the Federal Reserve Bank of New York on June 11, 2008. On such date, the noon buying rate was: Cdn\$1.0170 = US\$1.00.

Amount already sold represents only the U.S. portion of the offering.

With respect to the U.S. portion of the offering, the agents received US\$1,716.84, and 582 brokers' warrants. Each brokers' warrant is exercisable for one common share at a price of Cdn\$3.00 per broker warrant until June 11, 2010.

and total expenses furnished in response to Part C – Question 4.a. This difference is the "ac gross proceeds to the issuer."  5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be u each of the purposes shown. If the amount for any purpose is not known, furnish an estimate the purpose of the p	used for ate and	\$ <u>21</u>	<u>,897.19</u>
check the box to the left of the estimate. The total of the payments listed must equal the argress proceeds to the issuer set forth in response to Part C – Question 4.b above.	idjusted		
gross proceeds to the issued set forth in response to 1 at C Question 4.0 thore.		Payments to Officers, Directors & Affiliates	Payments to Others
Salaries and fees	[		
Purchase of real estate			
Purchase, rental or leasing and installation of machinery and equipment		S	□ \$
Construction or leasing of plant buildings and facilities		   \$	
Acquisition of other businesses (including the value of securities involved in this			
offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		i •	□ s
Repayment of indebtedness			
Working capital			
	•	<b></b>	△ \$ <u>21,897.19</u>
Other (specify)			
		<b>s</b>	□ s
Column Totals			_
		<b></b>	⊠ \$ <u>21,897.19</u>
Total Payments Listed (column totals added)		⊠ \$ <u>2</u>	<u>21,897.19</u>
o minima acevandi.			
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If	- ^	· · . · · · · · · · · · · · · · ·	05, the following signature
		request of its staff, t	he information furnished by
constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission,	upon writter	,	•
constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	upon writter	,	·
constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission,	upon writter	,	·
constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print of Type)  Hathor Exploration Limited	Da	,	
constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print of Type)	Da	te	
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Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	1						
E. STATE SIGNATURE							
1. Is any party des	<b>†</b>	.262 presently subject to any of the disqualific	vation Yes No				
		See Appendix, Column 5, for state response.					
	<ol> <li>The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at-such times as required by state law.</li> </ol>						
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon-written request, information-furnished by the issuer to offerees.							
4.— The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.							
The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.							
Issuer (Print of Type)		Senature 3	Date				
Hathor Exploration Li	mited		June 19, 2008				
Name of Signer (Print or	Туре	Title of Signer (Print or Type)					
Graham Scott		Corporate Secretary					

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

